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ILLINOIS
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ILLINOIS-AMERICAN WATER COMPANY :
CITIZENS UTILITIES COMPANY OF ILLINOIS :
And CITIZENS LAKE WATER COMPANY :

Petition For Approval of Proposed Reorganization :
and Affiliated Interest Agreements, Issuance of :
Common Stock and Debt Securities and Assumption :
of Affiliated Interest Agreements :

Docket 00-0476

**VERIFIED MOTION FOR LEAVE TO FILE
LATE FILED EXHIBITS INSTANTER**

Illinois-American Water Company ("Illinois-American" or "IAWC" or the "Company")
hereby seeks leave to file the accompanying Late-Filed Exhibit 1 and Late-Filed Exhibit 2. In
support of its request, IAWC states as follows:

1. On June 30, 2000, Illinois-American, Citizens Utilities Company of Illinois ("CUCI"), and Citizens Lake Water Company ("CLW") (collectively, the "Joint Applicants") filed a Verified Application which initiated this proceeding. On August 2, 2000, Joint Applicants filed an Amended Verified Application.
2. Evidentiary hearings were held on January 31 to February 2, 2001.
3. Initial Briefs and Reply Briefs were filed by Illinois-American, CUCI and CLW, Illinois Industrial Water Consumers ("IIWC"), an Intervenor in this proceeding, and the Commission Staff on February 23, 2001 and March 9, 2001, respectively. Illinois-American filed a Draft Order on March 9, 2001.
4. On April 10, 2001 the Hearing Examiner submitted the Hearing Examiner's Proposed Order ("Proposed Order") in the above-referenced matter.

5. During the proceeding, the Commission Staff presented Schedule 10.1, which shows the effect on certain financial ratios of the position taken in this proceeding by Staff with regard to the sharing of Acquisition Savings. Illinois-American and Staff discussed the financial ratios shown on Schedule 10.1 in evidentiary filings and briefs submitted in this proceeding.

6. Also, during the proceeding, Illinois-American submitted IAWC Exhibit 3.6R which analyzed the allocation of net Acquisition Savings under the proposals offered in this proceeding with regard to savings sharing by Joint Applicants, Staff and IWC. Illinois-American and Staff also addressed the analysis provided on IAWC Exhibit 3.6R in evidentiary filings and briefs submitted in the proceeding.

7. The Proposed Order adopts a savings sharing proposal with terms which differ from those of any proposal submitted during the evidentiary phase of the proceeding. As a result, Illinois-American was unable, prior to issuance of the Proposed Order, to submit evidence of the type shown on Staff Schedule 10.1 or IAWC Exhibit 3.6R with regard to the savings sharing proposal adopted in the Proposed Order.

8. Illinois-American believes that information regarding the effect of the savings sharing proposal adopted in the Proposed Order on the financial ratios shown on Staff Schedule 10.1 and the savings allocation data presented on IAWC Exhibit 3.6R is relevant and essential to development of a complete record in this matter.

9. Accordingly, Illinois-American has prepared Late-Filed Exhibit 1, which updates the financial ratios reflected on Staff Schedule 10.1 to show the ratios: (i) as developed on Staff Schedule 10.1 (no savings sharing, CIAC/advances not recorded for book purposes), with correction of an error discussed in Footnote 4 of Late-Filed Exhibit 1 (columns 4 and 5); (ii) under the Proposed Order for years during which savings are shared on a 50/50 basis (with

recording on books of CIAC/advances) (columns 6 and 7); and (iii) under the Proposed Order for years when savings are no longer shared (with recording on books of CIAC/advances) (columns 8 and 9). The respective financial ratios shown on Late-Filed Exhibit 1 are calculated by use of the same methodologies as were used to calculate the financial ratios shown on Staff Schedule 10.1. The assumptions used to calculate the ratios shown are stated on Late-Filed Exhibit 1. As noted, the Exhibit corrects a mathematical error discussed in Footnote 4. The error was discovered in preparing Late-Filed Exhibit 1.

10. Illinois-American also has prepared Late-Filed Exhibit 2, which shows the allocation of Acquisition Savings under the Proposed Order's approach using the methodology used in developing IAWC Exhibit 3.6R.

11. Late-Filed Exhibits 1 and 2 are attached hereto as Attachments 1 and 2, respectively. Each Exhibit was prepared by Mr. Ronald D. Stafford, who testified in this proceeding on behalf of IAWC. Mr. Stafford's Affidavit supporting the Exhibits is attached as Attachment 3.

12. Workpapers supporting Late-Filed Exhibits 1 and 2 are being provided under separate cover to the Commission Staff.

WHEREFORE, Illinois-American respectfully requests leave to file the enclosed

Late-Filed Exhibits 1 and 2.

Dated: April 24, 2001

Respectfully Submitted,

ILLINOIS-AMERICAN WATER COMPANY



Boyd J. Springer

Lidia Fiore

JONES, DAY, REAVIS, & POGUE

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Sue A. Schultz

General Counsel

ILLINOIS-AMERICAN WATER COMPANY

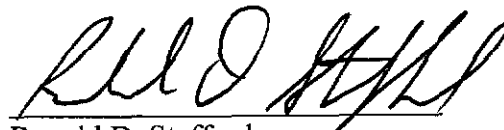
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P.O. Box 24040

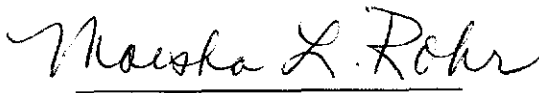
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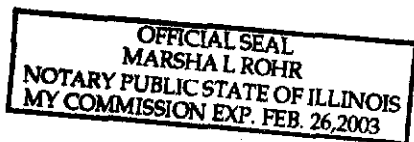
VERIFICATION

Ronald D. Stafford, Director of Rates and Revenues, Assistant Treasurer and Assistant Secretary of Illinois-American Water Company, being first duly sworn, deposes and states that he is familiar with the facts stated in the foregoing "Verified Motion For Leave To File Late Filed Exhibits Instanter" and that said facts are true and correct to the best of his knowledge, information and belief.


Ronald D. Stafford

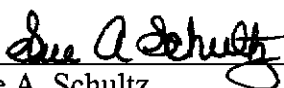
Sworn to and subscribed in
my presence this 24TH day
of April, 2001.


Notary Public



CERTIFICATE OF SERVICE

I, Sue A. Schultz, certify that on the 24th day of April 2001, I caused a copy of the foregoing Verified Motion For Leave To File Late Filed Exhibit Instanter and Late-Filed Exhibits 1 and 2 to be served on each of the persons listed on the attached service list via electronic mail and Federal Express next day delivery.



Sue A. Schultz

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Docket No. 00-0476

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